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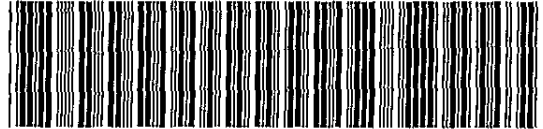
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DIVISION OF CORPORATIONS
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LAW OFFICES OF
**GOULD, COOKSEY, FENNELL,
O'NEILL, MARINE, CARTER & HAFNER, P.A.**

JOHN R. GOULD (1921-1988)
BYRON T. COOKSEY
DARRELL FENNELL
EUGENE J. O'NEILL*
CHRISTOPHER H. MARINE
DAVID M. CARTER
TODD W. FENNELL, LL.M.

979 BEACHLAND BOULEVARD
VERO BEACH, FLORIDA 32963
TELEPHONE: (772) 231-1100
FAX: (772) 231-2020

TROY B. HAFNER, LL.M.**
SUSAN L. CHENAULT
BRIAN J. CONNELLY
SANDRA G. RENNICK
T. GREG REYMAN, II, LL.M.

OF COUNSEL
SAMUEL A. BLOCK

*FL. BOARD CERTIFIED
CIVIL TRIAL AND BUSINESS LITIGATION

**FL. BOARD CERTIFIED
WILLS, TRUSTS AND ESTATES

August 21, 2003

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Re: Island Heritage Homes, Inc.

Ladies and Gentlemen:

Enclosed please find the original and one copy of the Articles of Dissolution for Island Heritage Homes, Inc., together with this firm's check in the amount of \$35.00 for the filing fee. When the Articles of Dissolution are filed, please return one copy of the filed Articles of Dissolution in the self-addressed, stamped envelope provided.

Sincerely,



Todd W. Fennell

TWF:gc
enclosures

cc: Roger C. Doerr
Douglas E. Hazel
Raymond S. Kreienkamp, Esquire

**ARTICLES OF DISSOLUTION PURSUANT TO §607.1403
FLORIDA STATUTES FOR
ISLAND HERITAGE HOMES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 AUG 25 PM 12:31

TO: Florida Department of State
Tallahassee, FL 32314

Pursuant to the provisions of §607.1403, Florida Statutes, ISLAND HERITAGE HOMES, INC., a Florida corporation (hereinafter referred to as the "Corporation") adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is ISLAND HERITAGE HOMES, INC.
2. The names and addresses of the Officers of the Corporation are:

<u>Name</u>	<u>Address</u>
Roger C. Doerr, President	1261 Indian Mound Trail Vero Beach, FL 32963
Douglas E. Hazel, Secretary	c/o Hazel Concepts, Inc. P.O. Box 1879 Washington, MO 63090
Kay H. Hazel, Treasurer	210 Lakeview Way Vero Beach, FL 32963

3. The names and addresses of the Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Roger C. Doerr	1261 Indian Mound Trail Vero Beach, FL 32963
Douglas E. Hazel	c/o Hazel Concepts, Inc. P.O. Box 1879 Washington, MO 63090
Kay H. Hazel	210 Lakeview Way Vero Beach, FL 32963

4. Dissolution was authorized on June 1, 2003.
5. The number of votes cast for dissolution was sufficient for approval.

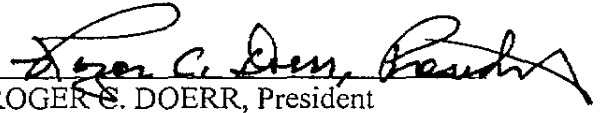
6. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made for them.

7. All the remaining property and assets of the Corporation have been distributed to the shareholders in accordance with their respective rights and interests.

8. There are no actions pending against the Corporation in any court.

9. The Corporation elected to dissolve by act of the Corporation, a resolution to dissolve having been duly adopted by the directors and shareholders on June 1, 2003. A copy of the resolution is attached to these Articles of Dissolution.

Dated: Aug 11th, 2003.


ROGER C. DOERR, President


ATTEST:


DOUGLAS E. HAZEL, Secretary

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME personally appeared ROGER C. DOERR who is personally known to me and who executed the foregoing instrument as President of ISLAND HERITAGE HOMES, INC., a Florida corporation, and who acknowledged to and before me that he executed such instrument as President of said Corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said Corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said Corporation.

WITNESS my hand and official seal, this 11th day of August, 2003.


Notary Public, State of Florida. My
commission expires:



Gina M. Cappello
MY COMMISSION # DD210179 EXPIRES
June 21, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

**JOINT WRITTEN ACTION OF THE BOARD OF DIRECTORS
AND SHAREHOLDERS OF ISLAND HERITAGE HOMES, INC.**

Pursuant to §607.1402, Florida Statutes, the undersigned, being all of the Directors and Shareholders of ISLAND HERITAGE HOMES, INC., a Florida corporation, hereby take the following actions in lieu of a meeting thereof and all statutory and bylaw requirements pertaining to the time, manner and place of same are hereby waived:

RESOLVED, that ISLAND HERITAGE HOMES, INC., a Florida corporation, be completely liquidated and dissolved; and

BE IT FURTHER RESOLVED, that the complete liquidation and dissolution of the Corporation under the Plan of Dissolution and Liquidation, a copy of which is attached hereto as Exhibit "A", is ratified, approved and adopted by the Shareholders of the Corporation; and

BE IT FURTHER RESOLVED that the Officers and Directors of the Corporation are authorized, empowered and directed to do any and all things in its name and behalf which they deem necessary and advisable to carry out the purposes and intentions of such plan.

Dated this 15th day of June, 2003.

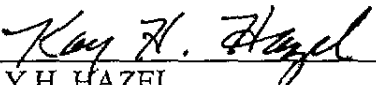
Directors:



ROGER C. DOERR



DOUGLAS E. HAZEL



KAY H. HAZEL

Shareholders:

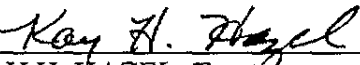


ROGER C. DOERR

ERNEST HAZEL, III RESIDUARY TRUST
DATED MAY 28, 2001

By: 

DOUGLAS E. HAZEL, Trustee

By: 

KAY H. HAZEL, Trustee

By: 

RAYMOND S. KREIENKAMP, Trustee

PLAN OF DISSOLUTION AND LIQUIDATION FOR ISLAND HERITAGE HOMES, INC.

WHEREAS, ISLAND HERITAGE HOMES, INC., a Florida corporation, is a corporation organized under the laws of the state of Florida and is in good standing; and

WHEREAS, ROGER C. DOERR, individually, and DOUGLAS E. HAZEL, KAY H. HAZEL and RAYMOND S. KREIENKAMP, TRUSTEES OF THE ERNEST HAZEL, III RESIDUARY TRUST DATED MAY 28, 2001, are the sole Shareholders of ISLAND HERITAGE HOMES, INC.; and

WHEREAS, the Shareholders desire to dissolve ISLAND HERITAGE HOMES, INC.

NOW THEREFORE, the Shareholders of ISLAND HERITAGE HOMES, INC. hereby adopt and approve the following Plan of Dissolution:

Article I - Calendar Year 2003

On or before August 1, 2003, ISLAND HERITAGE HOMES, INC. shall pay all outstanding bills, taxes, professional fees and state filing fees and shall distribute its total remaining assets fifty percent (50%) to ROGER S. DOERR, individually, and fifty percent 50% to DOUGLAS E. HAZEL, KAY H. HAZEL and RAYMOND S. KREIENKAMP, TRUSTEES OF THE ERNEST HAZEL, III RESIDUARY TRUST DATED MAY 28, 2001, representing one hundred percent (100%) of all remaining assets in the Corporation in exchange for one hundred percent (100%) of the stock held by the Shareholders. By September 1, 2003, ISLAND HERITAGE HOMES, INC. shall file Articles of Dissolution and cease to be a corporate entity. The distribution of assets of the Shareholders shall be pro-rata in accordance with the percentages described

Article II - Compliance with Internal Revenue Code

It is the intent of both ISLAND HERITAGE HOMES, INC. and the Shareholders that this Plan of Liquidation and Dissolution shall comply with the requirements of the Internal Revenue Code as a qualified Plan of Liquidation and Dissolution for purposes of Internal Revenue Code Section 331. Therefore, this liquidation shall be treated as the sale or exchange of the Shareholders' stock in exchange for the assets of the Corporation.

Article III - Compliance with State Law

The Directors and Officers of the Corporation shall cause ISLAND HERITAGE HOMES, INC. to execute all documents necessary in order to comply with Florida law. These documents include the execution of and filing of Articles of Dissolution before the end of the calendar year 2003.

IN WITNESS WHEREOF, this Plan of Dissolution and Liquidation has been signed by the Shareholders this 14 day of August, 2003.

Sarah Hines
Robert J. Hazel
Witnesses as to Roger C. Doerr

Roger C. Doerr
ROGER C. DOERR, individually

ERNEST HAZEL, III RESIDUARY TRUST
DATED MAY 28, 2001

Douglas E. Hazel
Nanna Park
Witnesses as to Douglas E. Hazel

By: Douglas E. Hazel
DOUGLAS E. HAZEL, Trustee

Douglas E. Hazel
Nanna Park
Witnesses as to Kay H. Hazel

By: Kay H. Hazel
KAY H. HAZEL, Trustee

Raymond S. Kreienkamp
Stefanie A. Ravenhill
Witnesses as to Raymond S. Kreienkamp

By: Raymond S. Kreienkamp
RAYMOND S. KREIENKAMP, Trustee

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

SWORN TO and SUBSCRIBED before me this 14 day of August, 2003, by ROGER C. DOERR, who is personally known to me and who did not take an oath.

Gina M. Cappello
Notary Public. State of Florida. My
commission expires:



Gina M. Cappello
COMMISSION # DD210179 EXPIRES
June 25, 2007
TROY FAIN INSURANCE, INC.

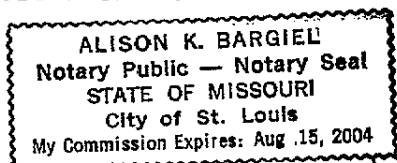
STATE OF Missouri
COUNTY OF Franklin

SWORN TO and SUBSCRIBED before me this 23 day of July, 2003, by
DOUGLAS E. HAZEL who is personally known to me and who did not take an oath.

Susan B. Anderson
Notary Public. State of Missouri. My
commission expires: August 22, 2005

STATE OF Missouri
COUNTY OF ST. LOUIS
CITY

SWORN TO and SUBSCRIBED before me this 25th day of July, 2003, by
RAYMOND S. KREIENKAMP who is personally known to me and who did not take an oath.



Alison K. Bargiel
Notary Public. State of Missouri. My
commission expires: 8/15/2004

STATE OF Missouri
COUNTY OF Franklin

SWORN TO and SUBSCRIBED BEFORE ME THIS 23 day of July,
2003, by KAY H. HAZEL who is personally known to me and who did
not take an oath.

Susan B. Anderson
Notary Public. State of
Missouri. My commission
expires: August 22, 2005